

FEDERAL COMMUNICATIONS COMMISSION  
Washington, D. C. 20554

DEC 16 2003

OFFICE OF  
MANAGING DIRECTOR

M. Blake Cleary  
Young, Connaway, Stargatt & Taylor, LLP  
1000 West Street, 17<sup>th</sup> Floor  
Wilmington, DE 19801

Re: Request for waiver of Fiscal Year (FY) 2003  
Regulatory Fees  
Control No. 00000RROG-04-014

Dear M. Blake Cleary:

This letter responds to your request dated September 25, 2003 for waiver of FY 2003 regulatory fees filed on behalf of CTC Communications Corporation and CTC Communications of Virginia. In your petition, you state that on October 3 and October 10, 2002, respectively, CTC Communications Corporation and CTC Communications of Virginia each filed voluntary petitions pursuant to Chapter 11 of the United States Bankruptcy Code for the District of Delaware. As evidence, you have submitted copies of both bankruptcy petitions. You state further that the bankruptcy cases are being jointly administered. You have submitted Form 159 for each company for FY 2003 fees calculated based on calendar year 2002, 75 per cent of which you indicate are prepetition fees. You explain that the Commission, in order to make a claim for payment of prepetition fees, would need to file a claim with the Debtors' court-appointed claims agent. As to the 25 per cent remainder of the fees, you have requested a waiver based on financial hardship. You explain further that CTC Communications Corporation and CTC Communications of Virginia recently have filed a chapter 11 reorganization plan.

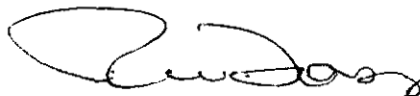
The Commission will grant waivers of its regulatory fees on a sufficient showing of financial hardship, and evidence of bankruptcy or receivership is sufficient to establish financial hardship. *See Implementation of Section 9 of the Communications Act*, 10 FCC Rcd, 12,759, 12761-62 (1995) (waivers granted for licensees whose stations are bankrupt, undergoing Chapter 11 reorganization, or in receivership). You have submitted evidence establishing that CTC Communications Corporation and CTC Communications of Virginia began Chapter 11 proceedings on October 3 and 10, 2002, respectively, and you state that those proceedings still are ongoing. Therefore we grant a waiver of the FY 2003 regulatory fees for the total amount of \$170,526.37 for CTC Communications Corp. and \$2,184.63 for CTC Communications of Virginia.

M. Blake Cleary

2.

If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Mark A. Reger', with a large, stylized initial 'M'.A small, handwritten mark or flourish, possibly a stylized 'M' or 'R', located to the left of the printed name.

Mark A. Reger  
Chief Financial Officer

00000 RRO6-04-014

COPY

# YOUNG CONAWAY STARGATT & TAYLOR, LLP

BRUCE M. STARGATT  
STUART B. YOUNG  
DENY CASTLE  
SHELDON N. SANDLER  
RICHARD A. LEVINE  
RICHARD A. ZAPPA  
FREDERICK W. LOWE  
RICHARD H. MOORE  
DAVID C. NICHOLS  
JOSEPH A. NICHOLS  
CRAIG A. KARSNITZ  
DANNY M. WILLOUGHBY  
JOSEPH W. INGERSOLL  
ANTHONY G. FLYNN  
JEROME K. GROSSMAN  
EUGENE A. DIPRINZIO  
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TIMOTHY J. SNYDER  
BRUCE L. SILVERSTEIN  
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RICHARD A. DILIBERTO, JR.  
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CASSANDRA F. ROBERTS  
RICHARD J. A. POMPER  
TERESA A. CHEEK  
NELLIE MULLEN WALSH  
JANET Z. CHARLTON  
ROBERT S. DRADY  
JOEL A. WAITE  
BRENT C. SHAFER  
DANIEL P. JOHNSON  
CRAIG D. GREAR  
TIMOTHY JAY HOUSEAL  
BRENDAN LINEHAN SHANNON  
MARTIN S. LESSNER  
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C. BARR FLINN  
NATALIE WOLF  
LISA B. GOODMAN

JOHN W. SHAW  
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MICHAEL R. NESTOR  
MAUREEN D. LAKE  
ROLIN P. DISSELL (PA NY ONLY)

JOSEPH M. BARRY  
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CURTIS J. CROWTHER  
JESSICA S. DAVIS  
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DAWN M. JONES  
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TIMOTHY E. LENGHECK  
MATTHEW B. LUNN  
JOSEPH A. MALFITANO  
ADRIA B. MARTINELLI  
MATTHEW B. MCGUIRE  
VIVIAN L. MEDINILLA  
MARIBETH L. MINELLA  
EDMON L. MORTON  
JENNIFER M. NICHOLS  
JENNIFER R. NOEL  
JOHN J. PASCHIETTO  
ADAM W. POFF  
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SARA BETH A. REYBURN  
SCOTT SALERNI  
FRANCIS J. SCHAMNE  
STEPHEN C. SMITH  
JOANNE C. SPUNGER-MESSICK  
JOHN E. TRACEY  
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VIRGINIA A. ZRAKE

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1000 WEST STREET, 17TH FLOOR  
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1929-1982  
H. JAMES CONAWAY, JR.  
1947-1990

WILLIAM F. TAYLOR  
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GEORGETOWN OFFICE  
110 WEST FINE STREET  
P.O. BOX 594  
GEORGETOWN, DELAWARE 19947  
(302) 856-3571  
(800) 253-2234 (DE ONLY)  
FAX: (302) 856-9338

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SEP 25 2003

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

September 25, 2003

## VIA COURIER

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
236 Massachusetts Avenue, NE, Suite 100  
Washington, D.C. 20002  
Attn: Office of Managing Director, Regulatory Fee Waiver Request

Re: Annual Common Carrier Regulatory Fees of CTC Communications Corp. and  
CTC Communications of Virginia (Debtors-in-Possession in Chapter 11 Case No.  
01-12953 (PJW) (Jointly Administered)

Dear Secretary Dortch:

Enclosed for submission please find the completed Form 159 for CTC Communications Corp. and CTC Communications of Virginia (collectively, "Debtors-in-Possession") for the submission of Federal Communications Commission ("FCC") annual common carrier Regulatory Fees based on 2002 revenues. For the reasons outlined below, the Debtors-in-Possession are submitting the completed form without payment for the annual Regulatory Fees (the "2003 Annual Fees").

On October 3, 2002, and on October 10, 2002, respectively, CTC Communications Corp. and CTC Communications of Virginia each filed voluntary petitions (the "Voluntary Petitions") pursuant to chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The chapter 11 bankruptcy cases are being jointly administered. The Debtors-in-Possession notified the FCC of those pro forma transactions shortly after the filing. Moreover, the Debtors-in-Possession continue to operate their businesses as debtors in possession under the Bankruptcy Code. Attached for your convenience is a copy of each of the Voluntary Petitions.

This letter is to advise you that pursuant to section 362(a) of the Bankruptcy Code, the filing of a chapter 11 petition operates as an automatic stay against (i) recovery of a claim against a debtor that arose

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YOUNG CONAWAY STARGATT & TAYLOR, LLP

Ms. Marlene H. Dortch

September 25, 2003

Page 2

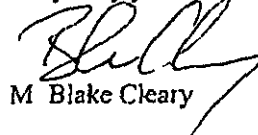
before the commencement of the case or (ii) any act to obtain possession of property of a debtor's estate  
11 U.S.C. § 362

The 2003 Annual Fees are calculated at a rate of \$ 00199 per \$1 of calendar year 2002 revenue as reported on the Form 499-A filed with the FCC on April 1, 2003 by the Debtors-in-Possession. Based on the calculations of the Debtors-in-Possession, the Debtors-in-Possession owe approximately \$172,711 for the 2003 Annual Fees. Because a portion of these fees are based on calendar year 2002 revenue billed prior to the filing of the Voluntary Petitions, such fees constitute a pre-petition debt of the Debtors-in-Possession. Therefore, the Debtors-in-Possession are unable at this time to submit payment of the 2003 Annual Fees related to prepetition revenue (the "Prepetition Fees"). The Debtors-in-Possession estimate the Prepetition Fees are approximately 75% of the 2003 Annual Fees or \$129,534. Please note that this estimate may characterize a smaller portion of the 2003 Annual Fees as pre-petition obligations than would a calculation based on the actual revenues earned during the pre-petition period in the year 2002 in light of the declining revenue of the Debtors-in-Possession during the fourth quarter of 2002 as a result of the bankruptcy filing. If the Commission wishes to make a claim for payment of the Prepetition Fees, the Commission should file a proof of claim with the Debtors' court-appointed claims agent, Bankruptcy Services, LLC at 757 Third Avenue, Third Floor, New York, New York 10017, Attn: Kate Mailloux, with a copy to the undersigned. The Debtors-in-Possession reserve the right to object to any filed proof of claim.

With respect to the remaining 25% of the 2002 Annual Fees and any late fees imposed pursuant to section 1116 of the Commission's Rules, the Debtors-in-Possession respectfully request a waiver based on financial hardship. The Debtors-in-Possession have used their best efforts to continue operating their business during the chapter 11 process and are hopeful that they will be able to emerge from bankruptcy by the end of the year. To that end, the Debtors-in-Possession have recently filed a chapter 11 plan of reorganization. The Commission recently recognized that "bankruptcy generally represents sufficient evidence of financial hardship to warrant granting a waiver [of regulatory fees]"<sup>1</sup>. The Debtors-in-Possession respectfully note that the requested waiver would not exceed the \$ 500,000 cap that the Commission recently established for financial hardship waivers<sup>2</sup>. Further, the Debtors-in-Possession submit that the grant of a waiver in this case would serve the public interest by allowing the Debtors-in-Possession to remain effective competitors in the telecommunications marketplace.

If you have any questions in this matter, please contact the undersigned.

Very truly yours,

  
M. Blake Cleary

Enclosure

cc: Michael Katzenstein, Esq.  
Stephen Dube  
Pamela Hintz  
Jean Kiddoo, Esq.  
Catherine Wang, Esq.  
Pauline Morgan, Esq.

<sup>1</sup> In the Matter of Assessment and Collection of Regulatory Fees for Fiscal Year 2003, Report and Order, MD Docket No. 03-83, Released July 25, 2003, at para. 13.

<sup>2</sup> Id., at para. 14.

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB  
3060-0589  
Page No 1 of 1

(1) LOCKBOX # 358835

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
CTC Communications Corp.

(3) TOTAL AMOUNT PAID (dollars and cents)  
\$170,526.37

(4) STREET ADDRESS LINE NO 1 220 Bear Hill Road

(5) STREET ADDRESS LINE NO. 2

(6) CITY Waltham

(7) STATE MA (8) ZIP CODE 02451

(9) DAYTIME TELEPHONE NUMBER (include area code) 800/883-6300

(10) COUNTRY CODE (if not in U S A )

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN) 0005-0136-69

(12) PAYER (TIN)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) CTC Communications Corp.

(14) STREET ADDRESS LINE NO 1 220 Bear Hill Road

(15) STREET ADDRESS LINE NO 2

(16) CITY Waltham

(17) STATE MA (18) ZIP CODE 02451

(19) DAYTIME TELEPHONE NUMBER (include area code) 800/883-6300

(20) COUNTRY CODE (if not in U S A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0005-0136-69

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) FCC CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (PTC)  
0379

(25A) QUANTITY  
85,691,643

(26A) FEE DUE FOR (PTC)  
\$.00199

(27A) TOTAL FEE  
\$170,526.37

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2 CTC Communications Corp.

(23B) FCC CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (PTC)

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Douglas D. Orvis II, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE DATE 7/5/03

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

VISA ACCOUNT NUMBER

EXPIRATION DATE

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2000 (REVISED)

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB

3060-0589

Page No 1 of 1

) LOCKBOX # 358835

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

CTC Communications of Virginia, Inc.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$2,184.63

4) STREET ADDRESS LINE NO. 1

220 Bear Hill Road

5) STREET ADDRESS LINE NO. 2

6) CITY

Waltham

(7) STATE MA

(8) ZIP CODE

02451

9) DAYTIME TELEPHONE NUMBER (include area code)

800/883-6300

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

11) PAYER (FRN)

0005-0136-85

(12) PAYER (TIN)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

13) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

CTC Communications of Virginia, Inc.

14) STREET ADDRESS LINE NO. 1

220 Bear Hill Road

15) STREET ADDRESS LINE NO. 2

(16) CITY

Waltham

(17) STATE MA

(18) ZIP CODE

02451

(19) DAYTIME TELEPHONE NUMBER (include area code)

800/883-6300

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0005-0136-85

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) FCC CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE (PTC)

(25A) QUANTITY

0379

1,097,804

(26A) FEE DUE FOR (PTC)

\$5.00199

(27A) TOTAL FEE

\$2,184.63

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2 CTC Communications of Virginia, Inc.

(23B) FCC CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE (PTC)

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Douglas D. Orvis II

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief

SIGNATURE

DATE

2/25/03

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

VISA ACCOUNT NUMBER

EXPIRATION DATE

MASTERCARD ☐

VISA ☐

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described

SIGNATURE

DATE

02-12952

FORM B1

**United States Bankruptcy Court  
District of Delaware**
**Voluntary Petition**
 Name of Debtor (if individual, enter Last, First, Middle)  
 CTC Communications of Virginia, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):

 All Other Names used by the Debtor in the last 6 years  
 (include married, maiden, and trade names):  
 See attached

 All Other Names used by the Joint Debtor in the last 6 years  
 (include married, maiden, and trade names):

 Soc. Sec./Tax I.D. No. (if more than one, state all):  
 54-1905656

Soc. Sec./Tax I.D. No. (if more than one, state all):

 Street Address of Debtor (No. & Street, City, State & Zip Code).  
 220 Bear Hill Road  
 Waltham, Massachusetts 02451

Street Address of Joint Debtor (No. &amp; Street, City, State &amp; Zip Code).

 County of Residence or of the  
 Principal Place of Business: Middlesex County

 County of Residence or of the  
 Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

 Location of Principal Assets of Business Debtor  
 (if different from street address above) See attached
**Information Regarding the Debtor (Check the Applicable Boxes)**

Venue (Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
- ☒ Corporation ☐ Stockbroker
- ☐ Partnership ☐ Commodity Broker
- ☐ Other \_\_\_\_\_

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
- ☐ Chapter 9 ☐ Chapter 12
- ☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business ☒ Business

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (Applicable to individuals only)  
 Must attach signed application for the court's consideration  
 certifying that the debtor is unable to pay fee except in installments.  
 Rule 1006(b) See Official Form No. 3

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under  
 11 U.S.C. § 1121(e) (Optional)

Statistical/Administrative Information (Estimates only)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

 Estimated Number of Creditors
 

1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 Estimated Assets
 

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 Estimated Debts
 

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

THIS SPACE FOR COURT USE ONLY

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		<b>FORM B1, Page 2</b>	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this Petition is true and correct. (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10C) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	
<b>Signature of Attorney</b> X <u>Pauline K. Morgan</u> Signature of Attorney for Debtor(s)  Pauline K. Morgan (No. 3650) Brendan Linehan Shannon Young Conaway Stargatt & Taylor, LLP The Brandywine Building, 17 <sup>th</sup> Floor 1000 West Avenue Wilmington, Delaware 19801 Telephone: 302/571-6600  <u>10-9-02</u> Date		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  X _____ Signature of Attorney for Debtor(s) _____ Date _____	
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this Petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Authorized Individual  <u>Michael Katzenshein</u> Printed Name of Authorized Individual  <u>Interim Chief Executive Officer</u> Title of Authorized Individual  <u>10-9-02</u> Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number  _____ Address  _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  _____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  X _____ Signature of Bankruptcy Petition Preparer  _____ Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	



## ATTACHMENTS TO VOLUNTARY PETITION

### A. All Other Names Used by the Debtor in the Last 6 years (Including Trade Names)

The following list of other names includes those used by subsidiaries and affiliated entities:

CTC Communications Group, Inc.	
CTC Communications Corp.	
CTC Communications Leasing Corp.	

### B. Pending Bankruptcy Cases filed by an affiliate of the Debtor:

<u>Debtor</u>	<u>Case No.</u>	<u>Date Filed</u>	<u>District</u>	<u>Relationship</u>	<u>Judge</u>
CTC Communications Group, Inc.	02-12873	October 3, 2002	Delaware	Affiliate	Peter J. Walsh
CTC Communications Corp	02-12875	October 3, 2002	Delaware	Parent	Peter J. Walsh
CTC Communications Leasing Corp.	TBD	October 9, 2002	Delaware	Affiliate	TBD

- C. Location of Assets of Business Debtor (if different from street address): This debtor has few assets; however, any party interested in reviewing a more extensive list of assets should refer to the consolidated list of assets attached to the Voluntary Petition of CTC Communications Group, Inc. (Case No. 02-12873 (PJW)) filed in the United States Bankruptcy Court for the District of Delaware on October 3, 2002.

02-12875

FORM B1		United States Bankruptcy Court District of Delaware		Voluntary Petition																
Name of Debtor (if individual, enter Last, First, Middle) CTC Communications Corp			Name of Joint Debtor (Spouse) (Last, First, Middle):																	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names) See attached			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																	
Soc. Sec./Tax I.D. No. (if more than one, state all). 04-2731202			Soc. Sec./Tax I.D. No. (if more than one, state all):																	
Street Address of Debtor (No. & Street, City, State & Zip Code) 220 Bear Hill Road Waltham, Massachusetts 02451			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																	
County of Residence or of the Principal Place of Business: Middlesex County			County of Residence or of the Principal Place of Business:																	
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																	
Location of Principal Assets of Business Debtor (if different from street address above): See attached																				
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																				
Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																				
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____			Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																	
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) <i>Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</i>																	
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																				
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					<b>THIS SPACE FOR COURT USE ONLY</b>															
Estimated Number of Creditors <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>						1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
1-15	16-49	50-99	100-199	200-999		1000-over														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input checked="" type="checkbox"/>														
Estimated Assets <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>CTC Communications Group, Inc.</b>		<b>FORM B1, Page 2</b>
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)				
Location Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)				
Name of Debtor: <b>CTC Communications Group, Inc.</b>	Case Number: <b>Not Yet Assigned</b>	Date Filed: <b>October 3, 2002</b>		
District: <b>District of Delaware</b>	Relationship: <b>Parent</b>	Judge: <b>Not Yet Assigned</b>		
<b>Signatures</b>				
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this Petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  <input checked="" type="checkbox"/> _____ Signature of Debtor  <input checked="" type="checkbox"/> _____ Signature of Joint Debtor  Telephone Number (if not represented by attorney) _____  Date _____		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition  <b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date _____</span>		
<input checked="" type="checkbox"/> _____ Signature of Attorney  Pauline K. Morgan Brondan Linehan Shannon Young Conway Stargatt & Taylor, LLP The Brandywine Building, 17 <sup>th</sup> Floor 1000 West Avenue Wilmington, Delaware 19801 Telephone: 302/571-8800  10/3/02 Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this Petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  <input checked="" type="checkbox"/> _____ Signature of Authorized Individual  Michael Katzenstein Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual  Date _____		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  Printed Name of Bankruptcy Petition Preparer _____  Social Security Number _____  Address _____  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document _____  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <input checked="" type="checkbox"/> _____ Signature of Bankruptcy Petition Preparer  Date _____  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.		

## ATTACHMENTS TO VOLUNTARY PETITION

### A All Other Names Used by the Debtor in the Last 6 years (Including Trade Names)

The following list of other names includes those used by subsidiaries and affiliated entities:

CTC Communications Group, Inc.	
CTC Communications Leasing Corp.	
CTC Communications of Virginia, Inc.	

- B. Location of Assets of Business Debtor (if different from street address): Debtor owns or leases assets (principally telecommunications equipment) at certain office locations, 3rd party collocation facilities and carrier hotels as indicated on Schedule 1 attached hereto.<sup>1,2</sup>

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<sup>1</sup> The Debtors have attempted to attach a complete list of the location of assets; however, may have inadvertently omitted certain locations.

<sup>2</sup> The company has extensive telecommunications networks consisting of fiber optic and copper cabling and telecommunication transmission facilities and electronic equipment connecting and lying between the above referenced locations and customers premises.